

RECORDATION NO. 18424-A FILED

SEP 14 '01 10-13 AM

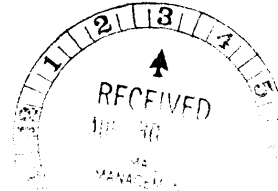
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SURFACE TRANSPORTATION BOARD
MCLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

August 29, 2001



VIA: FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Ms. Taledia Stokes

RE: Allfirst Bank and Aid Association for Lutherans

Dear Ms. Stokes:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) original Memorandums of Modification of Security Agreement dated August 9, 2001.

The names and addresses of the parties to the enclosed document are:

Debtor: Allfirst Bank
25 S. Charles Street
Baltimore, Maryland 21201

Secured Party: Aid Association for Lutherans
4321 North Ballard Road
Appleton, Wisconsin 54919

A description of the railroad equipment covered by the enclosed document is:

One hundred thirty-seven (137) newly manufactured 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13001 through 13130, inclusive and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive.

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MILES & STOCKBRIDGE P.C.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Thank you for your attention to this matter. Please feel free to call me at (410) 385-3432 should you have any questions.

Sincerely,


Laura Snyder Runyeon
Legal Assistant

LSR/sld
Enclosures

cc: Henryka Craig, Esq. (w/ enclosures)

RECORDATION NO. 18424-1 FILED

SEP 14 '01 10-43 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MODIFICATION
OF SECURITY AGREEMENT**

dated August 9, 2001

by and between

**ALLFIRST BANK,
as Debtor**

and

**AID ASSOCIATION FOR LUTHERANS
as Secured Party**

MEMORANDUM OF MODIFICATION OF SECURITY AGREEMENT

THIS MEMORANDUM OF MODIFICATION OF SECURITY AGREEMENT (this "Agreement") is made as of this 9th day of August, 2001, by and between ALLFIRST BANK (formerly known as The First National Bank of Maryland), a Maryland state-chartered banking corporation (the "Debtor") and AID ASSOCIATION FOR LUTHERANS, a Wisconsin fraternal benefit organization (the "Secured Party"), witnesseth:

RECITALS

A. The Debtor and the Secured Party are parties to that certain Secured Note Purchase Agreement (the "Secured Note Purchase Agreement") dated as of September 30, 1993 pursuant to which the Secured Party agreed to make to the Debtor the loan described in the Secured Note Purchase Agreement.

B. To secure the Debtor's Obligations (as defined in the Secured Note Purchase Agreement) to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated as of September 30, 1993 (the "Security Agreement") pursuant to which the Debtor granted to the Secured Party a security interest in, among others, that certain Railcar Lease Agreement dated September 30, 1993 by and between the Debtor, as lessor and Wheelabrator Coal Services Company, as lessee (the "Lessee").

C. The Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303(a) on September 30, 1993 under the Recordation No. 18424.

D. The Lessee subsequently changed its name from Wheelabrator Coal Services Company to Savage-Tolk Corporation.

E. The Secured Party and the Debtor desire to amend certain provisions of the Security Agreement.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby represent as follows:

1. The facts set forth above are true and accurate in each respect.
2. The Security Agreement is hereby amended so that every reference to the Lessee shall be deemed to refer to Savage-Tolk Corporation.
3. The term "this Security Agreement" as used in the Security Agreement shall mean

the Security Agreement as modified herein unless the context clearly indicates or dictates a contrary meaning.

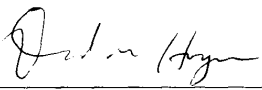
4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Secured Party and the Debtor have caused this Agreement to be executed as of the date first above written.

WITNESS:

AID ASSOCIATION FOR LUTHERANS,
as Secured Party





David M. Hayman
Assistant Secretary

By:  (SEAL)

Name: **R. Jerry Scheel**
Title: **Second Vice President - Securities**

ALLFIRST BANK
(formerly known as The First National Bank of Maryland),
as Debtor



By:  (SEAL)
Christopher A. Pistell
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

STATE OF _____, OF _____, TO WIT:

On this ____ day of _____, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is a _____ of Aid Association For Lutherans, a Wisconsin fraternal benefit organization, that the seal affixed to the foregoing instrument is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of the _____ of its _____, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

AS WITNESS my hand and notarial seal.

Notary Public

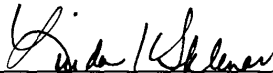
My Commission Expires:

STATE OF WISCONSIN)
) ss.
COUNTY OF OUTAGAMIE)

On June 30, 2001, before me, Linda K. Sklenar, a Notary Public of the State of Wisconsin, personally appeared R. Jerry Scheel, the Second Vice President - Securities, and David Hayman, the Assistant Secretary of Aid Association for Lutherans, a Wisconsin corporation, who are personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same as the free and voluntary act of such parties for the uses and purposes mentioned in the instrument in their duly authorized capacities, and that the seal affixed to the foregoing instrument is the seal of said corporation.

WITNESS my hand and official seal.

(SEAL)



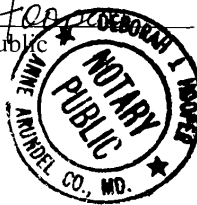
Linda K. Sklenar
Notary Public, State of Wisconsin

My commission expires: October 6, 2002

On this 9th day of August, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Deborah J. Hopper
Notary Public



My Commission Expires: 7/27/02